

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

SKYLINE SOFTWARE SYSTEMS, INC.

Plaintiff,

v.

KEYHOLE, INC.,

Defendant.

Civil Action No. 04-11129 DPW

**DECLARATION OF KENT KEMENY IN SUPPORT OF
KEYHOLE, INC.'S MOTION TO TRANSFER VENUE**

1. I am an attorney duly licensed to practice in the State of California and am an associate with the law firm of Fenwick & West LLP, attorneys of record for Defendant Keyhole, Inc. I have been admitted *pro hac vice* for this matter. I have personal knowledge of the matters set forth herein, and if called upon to do so, I could and would testify competently thereto.

2. Attached hereto as Exhibit A is a true and correct copy of the foreign corporation certificate for Skyline Software. Although it lists an office located in Massachusetts, the certificate states that Skyline's principal place of business is located in Chantilly, Virginia.

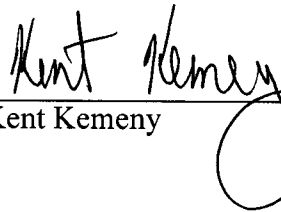
3. Attached hereto as Exhibit B is a true and correct copy of a web page from Skyline's website (http://www.skylinesoft.com/corporate/partners/partners_home.asp) as of November 2, 2004 listing its "world leading partners." The first two listed partners are located in Northern California. IAGT and MapInfo are located in New York. PlanetGov is headquartered in Chantilly, Virginia, and PlanGraphics has its corporate headquarters in Frankfort, Kentucky. None of Skyline's listed partners is headquartered in Massachusetts, and according to their

websites, only one, PlanetGov, has an office in Massachusetts at all (one of PlanetGov's eight U.S. offices is located in Rockland).

4. Based on information and belief, the following third party witnesses possess prior art and reside in the Northern District of California: (1) Christopher Joseph Migdal (Mountain View, CA); (2) James L. Foran (Milpitas, CA); (3) Christopher Clark Tanner (San Jose, CA); (4) Silicon Graphics, Inc. (Mountain View, CA). These parties and their addresses are listed on a U.S. patent (No. 5,760,783) believed to constitute prior art relevant to the asserted Skyline patent. Attached hereto as Exhibit C is a true and correct copy of U.S. patent No. 5,760,783.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on November 3, 2004



Kent Kemeny

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